

DESCRIPTION OF *PRO FORMA* TRANSACTION AND PUBLIC INTEREST STATEMENT

This is one of a series of filings notifying the Commission pursuant to Section 1.948(c) of its rules of the *pro forma* assignment and transfer of control of certain licenses from and to various subsidiaries controlled by AT&T Inc. (“AT&T”).¹ The transfers of control and assignments that are the subject of these notification filings resulted from an internal reorganization that occurred on March 31, 2009. The internal reorganization involved the merging of Dobson Communications LLC and its various license holding subsidiaries into other wholly-owned AT&T subsidiaries as follows:

- American Cellular, LLC (“American”) distributed its wholly-owned subsidiary Highland Cellular, LLC (“Highland”) to Dobson Communications LLC (“Dobson”), which is the parent of both American and Highland. Dobson distributed Highland to its immediate parent, AT&T Mobility II LLC (“Mobility II”).
- Dobson and Highland were merged into New Cingular Wireless PCS, LLC (“NCW PCS”) and then liquidated. NCW PCS now holds the licenses formerly held by Dobson and Highland.
- Dobson Cellular Systems, LLC (“Dobson Systems”); American; DC Newco Parent, LLC (“DC Newco”); and Rural Newco LLC (“Rural Newco”) were all merged into NCW PCS and then liquidated. NCW PCS now holds the licenses formerly held by Dobson Systems, DC Newco, Rural Newco, and American.²

Attached hereto is a table identifying by name each licensee subsidiary that holds licenses impacted by the assignments and transfers of control, as well as charts displaying the ownership of the affected entities before and after the restructuring. This

¹ 47 C.F.R. § 1.948(c). The licenses involved in the *pro forma* assignments and/or transfers of control include authorizations which were formerly designated entity licenses. All applicable unjust enrichment provisions for these licenses were previously satisfied, however, prior to or in connection with AT&T acquiring control of the licenses subject to the Commission’s approval. Accordingly, these licenses are no longer “subject to unjust enrichment provisions” as set forth in Section 1.948(c)(1)(i) and, therefore, prior Commission approval for the *pro forma* assignment and/or transfer of control of these licenses is not required. *See* 47 C.F.R. § 1.948(c). Further, some of the licenses being transferred were acquired through competitive bidding in the past three years. As the licenses were controlled by AT&T both before and after the internal reorganization, this transaction raises no license trafficking concerns. *See* 47 C.F.R. § 1.2111.

² As described herein, several wholly-owned AT&T subsidiaries assigned their licenses to NCW PCS and were dissolved on the same day as the change in ownership of Dobson and its subsidiaries. Accordingly, the notifications for American, Highland, Dobson, Dobson Systems, DC Newco, and Rural Newco are styled as *pro forma* assignments, not *pro forma* transfers of control. Prior to the restructuring, American and Dobson Systems each leased 10 MHz of PCS spectrum from T-Mobile License LLC, while Rural Newco leased 2.5 MHz of PCS spectrum from PCS Partners, L.P. *See* Lease IDs L000003578, L000003577, and L000005227. Because FCC Form 608 does not permit the assignment of a lease, the parties will file new lease applications and will cancel the existing leases upon grant of said applications.

restructuring does not change the ultimate ownership or control of the spectrum as AT&T has continued to control the authorizations at issue both before and after the restructuring.³ Accordingly, the restructuring steps are *pro forma* in nature. The Commission has previously stated that in situations, such as the instant reorganization, where no substantial change of control will occur, “grant of the application is deemed presumptively in the public interest.”⁴

This *pro forma* transaction raises no competition-related concerns. AT&T continues to be attributed with the same amount of spectrum both before and after the transaction, because ultimate control over the subject licenses remains with AT&T. The transaction has not changed (increased or decreased) AT&T’s overall spectrum holdings, created new overlaps in any geographic area or market, or reduced the number of entities providing service in any market. Accordingly, additional information on spectrum overlaps for the geographic markets involved is not provided.

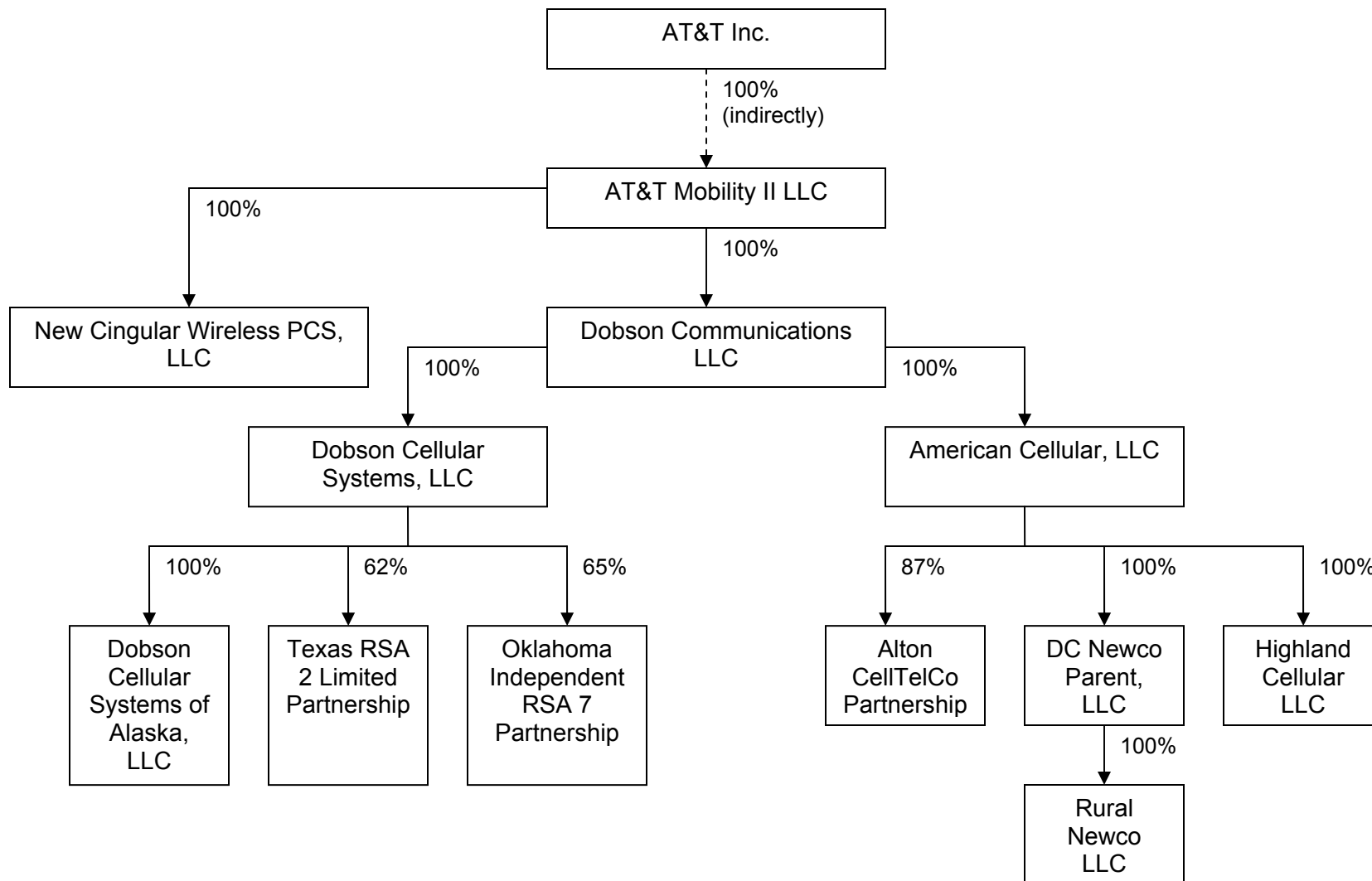
³ The transferees/assignees associated with these notifications are all wholly-owned subsidiaries of AT&T and, therefore, are entitled to rely upon AT&T’s Form 602 ownership report in submitting these applications. *Wireless Telecomms. Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Info. On FCC Form 602*, 14 FCC Rcd 8261, 8264 (WTB 1999).

⁴ See *Forbearance Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 F.C.C.R. 6293, 6295 (1998).

**AT&T Licensees Affected by Internal Reorganization That Occurred on March 31,
2009**

Licensee
Alton CellTelCo Partnership
American Cellular, LLC
DC Newco Parent, LLC
Dobson Cellular Systems of Alaska, LLC
Dobson Cellular Systems, LLC
Dobson Communications LLC
Highland Cellular, LLC
Oklahoma Independent RSA 7 Partnership
Rural Newco LLC
Texas RSA No. 2 Limited Partnership

Pre-Reorganization



Post-Reorganization

